



THOMAS D. MARION
TREASURER

18063-B
MAR 5 1993 3 10 PM
INTERSTATE COMMERCE COMMISSION

March 4, 1993

TTX COMPANY
101 NORTH WACKER DRIVE
CHICAGO, ILLINOIS 60606
(312) 853-3223
FAX (312) 984-3855

DIRECT LINE (312) 984-3821

VIA FEDERAL EXPRESS

Sidney Strickland, Jr.
Secretary
Interstate Commerce Commission
12th & Constitution Avenue, N.W.
Room 2303
Washington, D.C. 20423

3-0644031
18063C
MAR 5 1993 3 10 PM

INTERSTATE COMMERCE COMMISSION

Dear Mr. Strickland:

Submitted herewith for filing and recording under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder are four (4) fully executed counterparts of the following Supplement, and three (3) fully executed counterparts of the following Release:

- A) Manufacturing Agreement Supplement No. 2, dated as of February 11, 1993, supplementing the Manufacturing Agreement dated as of December 9, 1992.
- B) Partial Release dated February 8, 1993, of the Manufacturing Agreement dated as of December 9, 1992.

These are secondary documents.

Parties to this transaction are as follows:

TTX Company (Company)
101 North Wacker Drive
Chicago, Illinois 60606

Johnstown America Corporation (Manufacturer)
17 Johns Street
Johnstown, PA 15901

The general description of the equipment is as follows:

<u>Type</u>	<u>AAR Mechanical Designation</u>	<u>No. of Units</u>	<u>Marked</u>	<u>Numbered</u>
5-unit articulated all-purpose spine cars.	FCA	A) 60 B) 57	TTAX	780340-780399. 780180-780236.

Sidney L. Strickland, Jr.
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Enclosed are two checks in the amount of \$16.00 each to cover filing fees.

Prior recordations pertaining to these documents being recorded are as follows:

- (1) Manufacturing Agreement dated December 9, 1992, recorded on December 30, 1992, recordation number 18063.
- (2) Manufacturing Agreement Supplement No. 1 dated January 20, 1993, recorded on January 29, 1993, recordation number 18063-A.

Short summaries of these documents to appear in the Index are as follows:

- A) Manufacturing Agreement Supplement No. 2 covering 60 articulated all-purpose spine cars - TTAX, numbered 780340-780399.
- B) Partial Release covering 57 articulated all-purpose spine cars - TTAX, numbered 780180-780236.

Once the filing has been made, please retain one copy of each and return the remaining stamped counterparts and transmittal letter copy to me via certified mail.

Very truly yours,



TDM:mak
18063-bc

Enclosures

P.S. Ms. Mildred Lee - As per your previous conversation, please call Jane Wilhelm at 312-984-3841 as soon as this agreement is recorded advising her of the recordation number, date and time. Thank you very much.

MANUFACTURING AGREEMENT SUPPLEMENT #2, dated as of February 11, 1993, between JOHNSTOWN AMERICA CORPORATION (the "Manufacturer") and TTX COMPANY (the "Company"). 18063-B
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The parties hereto have heretofore entered into a Manufacturing Agreement dated as of December 9, 1992 which provides for the execution and delivery from time to time of supplements thereto each substantially in the form hereof for the purpose of subjecting to said Manufacturing Agreement additional units of new, standard gauge railroad equipment. INTERNATIONAL COMMERCE COMMISSION

The units of railroad equipment described in Item 1 of Annex A hereto are hereby subjected to said Manufacturing Agreement. The information set forth in Annex A hereto in respect of such units of railroad equipment, and set forth in Items 2, 3, and 4 of said Annex A, is hereby incorporated into Annex A to the Manufacturing Agreement as though originally set forth therein; provided, however, that such information shall apply and refer only to the units of railroad equipment described in Annex A hereto.

IN WITNESS WHEREOF, The parties hereto, each pursuant to due corporate authority, have caused these presents to be signed in their respective corporate names by duly authorized officers and their respective corporate seals to be hereunto affixed and duly attested, all as of the day, month and year first above written.

JOHNSTOWN AMERICA CORPORATION

By: Michael P. Siska, Jr.
Michael P. Siska, Jr.
Director, Marketing & Sales
Administration

(Corporate Seal)

ATTESTATION:

Assistant Secretary

TTX COMPANY

By: T. L. Marston
Treasurer

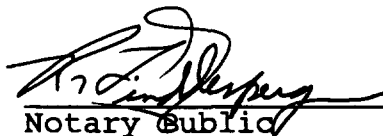
(Corporate Seal)

ATTESTATION:

Assistant Secretary

STATE OF PENNSYLVANIA)
) SS.:
COUNTY OF CAMBRIA)

On this 16th day of FEBRUARY 1993, before me personally appeared Michael P. Siska, Jr., to me personally known, who, being by me duly sworn, says that he is a Director of JOHNSTOWN AMERICA CORPORATION that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation, by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

(NOTARIAL SEAL)

NOTARIAL SEAL
ROY L. GINDLESPERGER, Notary Public
Johnstown, Cambria County, PA
My Commission Expires April 3, 1995

STATE OF ILLINOIS)
) SS.:
COUNTY OF COOK)

On this 11 day of February, 1993, before me personally appeared Thomas D. Marion, to me personally known, who, being by me duly sworn, says that he is the Treasurer of TTX COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation, by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

"OFFICIAL SEAL"
Jane M. Congram
Notary Public, State of Illinois
My Commission Expires 5/8/95

(NOTARIAL SEAL)


Notary Public

ANNEX A
TO MANUFACTURING AGREEMENT SUPPLEMENT #2

JOHNSTOWN AMERICA CORPORATION
(Manufacturer)

TTX COMPANY
(Company)

Item 1:

<u>Type*</u>	<u>Qty.</u>	<u>Company Car Numbers (Inclusive)</u>	<u>Unit Purchase Price</u>	<u>Total Purchase Price</u>	<u>Month(s) of Delivery</u>	<u>Spec. (Contra Number.)</u>
TTAX	60	780340-780399			April-May '93	T-4092-

Item 2: October 31, 1993

Item 3: To be determined.

Item 4: 17 Johns Street
Johnstown, PA 15901

* Five-unit articulated all-purpose spine cars. TTX Company General Specification No. 68-43-011586, dated January 15, 1986, revised September 9, 1992 and TTX Supplemental Specification No. 68-43-083188, dated August 31, 1988, revised September 9, 1992. Johnstown America Specification X-92033 dated April 29, 1992.

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